

RECORDATION NO. 29673 FILED

MAR 07 '11 -11 30 AM

**SURFACE TRANSPORTATION BOARD**

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March 7, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of March 7, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

Secured Party: Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 3 North  
Tucker, GA 30084

Debtor: C K Industries, Inc.  
P.O. Box 1029  
Lake Zurich, IL 60047-1029

Chief  
Section of Administration  
March 7, 2011  
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A description of the railroad equipment covered by the enclosed document  
is:

64 railcars: RGRX 1750 - RGRX 1813.

A short summary of the document to appear in the index is

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Alvord', with a checkmark to the left.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF SECURITY AGREEMENT**

Dated as of March 7, 2011

between

**BANC OF AMERICA LEASING & CAPITAL, LLC,**  
as Secured Party

and

**C. K. INDUSTRIES, INC.**  
as Debtor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2011, at \_\_\_\_:\_\_\_\_ \_\_.M  
Recordation Number \_\_\_\_\_

MAR 07 '11 -11 30 AM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of March 7, 2011 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and C. K. INDUSTRIES, INC. and its successors and permitted assigns ("Debtor").

## WITNESSETH

1. Pursuant to a Master Rail Equipment Loan and Security Agreement No. 21523-70000 dated as of October 20, 2010 and Rail Equipment Security Note No. 70002 executed pursuant thereto dated as of February 11, 2011 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

BANC OF AMERICA LEASING &  
CAPITAL, LLC

By: Donna Askeren  
Name: Donna Askeren  
Title: Assistant Vice President

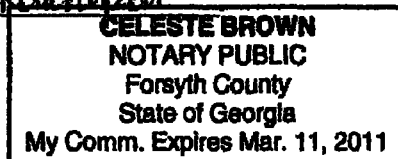
STATE OF Georgia )  
COUNTY OF Forsyth ) ss.

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of March, 201\_, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Donna Askeren, who acknowledged himself/herself to be the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by himself/herself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.

Celeste Brown  
Notary Public

My commission expires: March 11, 2011



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

C. K. INDUSTRIES, INC.

By: *Richard E. Meyers*

Name: Richard E. Meyers

Title: President

STATE OF IL )  
 ) ss.  
COUNTY OF Cook )

I HEREBY CERTIFY, that on this 16 day of Feb, 2011, before me, the undersigned, a Notary Public of the State of IL, personally appeared Richard E. Meyers, who acknowledged himself/herself to be the President of C. K. INDUSTRIES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself/herself as the President.

AS WITNESS my hand and notarial seal.

*AS*  
Notary Public

My commission expires: 10/20/14



**EXHIBIT A**  
**TO MEMORANDUM OF SECURITY AGREEMENT**  
**DATED AS OF \_\_\_\_\_, 201**

<b><u>Description</u></b>	<b><u>Reporting Marks and Numbers</u></b>
64 AAR Car Type C112, 2 pocket, 286 GRL, covered hoppers with low profile gravity gates. Approximate Capacity 3,250 CF	RGRX 1750 - 1813

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/7/11



\_\_\_\_\_  
Robert W. Alvord